

DECLARATION AND POWER OF ATTORNEY

As the below named inventors, we hereby declare:

That our residence, post office address and citizenship are as stated below next to our name.

That we verily believe we are the original, first and joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled:

**ON-LINE LOCALIZED BUSINESS REFERRAL SYSTEM
AND REVENUE GENERATION SYSTEM**

the specification of which (check one)

☒ is attached hereto.
☐ was filed on _____ as
 Application Serial No. _____
 and was amended on _____
 (if applicable)

That we have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

That we acknowledge the duty to disclose information known to be material to patentability of this application in accordance with Title 37, Code of Federal Regulations, '1.56(a).

That we hereby claim foreign priority benefits under Title 35, United States Code, '119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate on this invention having a filing date before that of the application on which priority is claimed:

Prior Foreign Application(s)

Priority Claimed

_____ (Number)	_____ (Country)	_____ (Day/Month/Year Filed)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
_____ (Number)	_____ (Country)	_____ (Day/Month/Year Filed)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
_____ (Number)	_____ (Country)	_____ (Day/Month/Year Filed)	<input type="checkbox"/> Yes	<input type="checkbox"/> No

That we hereby claim the benefit under Title 35, United States Code, '120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, '112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, '1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

United States Application(s)

<u>60/124,966</u>	<u>3/18/99</u>	<u>Pending</u>
(Application Serial No.)	(Filing Date)	(Status)-(Patented, pending, abandoned)

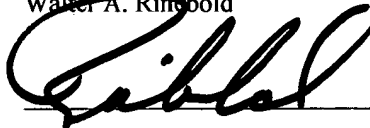
That all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

We hereby appoint the following attorneys and agents, with full power of substitution and revocation, to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith and request that all correspondence and telephone calls in respect to this application be directed to Max Shafal of Shafal & Associates, 100 West Monroe, Suite 310, Chicago, Illinois 60603, Telephone No. 312-701-0909:

<u>Attorney</u>	<u>Registration No.</u>
Max Shafal	31,422
Michael Ross (agent)	45,057

Full name one
joint inventor:

Walter A. Rimbold



Inventor's signature:

Date:

March 16, 2000

Residence and Post Office Address:

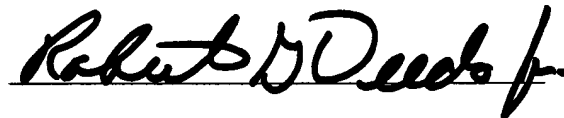
701 North Swift Road
Apartment G2
Addison, Illinois 60101

Citizenship:

United States

Full name of additional
joint inventor:

Robert G. Deeds, Jr.



Inventor's signature:

Date:

March 16, 2000

Residence and Post Office Address:

214 North Harvard Avenue
Villa Park, Illinois 60181

Citizenship:

United States

Address for Correspondence:

Shafal and Associates
100 West Monroe, Suite 310
Chicago, Illinois 60603
Telephone No. 312-701-0909
Facsimile No. 312-701-0099

Assignee: ShopNTown.com, Inc.
Serial No.: 60/124,966
Filed: March 18, 1999
For: ON-LINE LOCALIZED BUSINESS REFERRAL
AND REVENUE GENERATION SYSTEM

Atty Docket No. 991097

VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY STATUS
(37 CFR 1.9(f) AND 1.27(b) - INDEPENDENT INVENTOR)

As the below named inventors, we hereby declare that we qualify as independent inventors as defined in 37 CFR 1.9(c) for purposes of paying reduced fees to the United States Patent and Trademark Office with regard to the invention entitled:

**ON-LINE LOCALIZED BUSINESS REFERRAL
AND REVENUE GENERATION SYSTEM**

described in:

- ☒ (X) the specification filed herewith.
☐ () application serial no. _____, filed _____.
☐ () patent no. _____, issued _____.

We have not assigned, granted, conveyed, or licensed, and am under no obligation under contract or law to assign, grant, convey, or license, any rights in the invention to any person who would not be classified as an independent inventor under 37 CFR 1.9(c) if that person had made the invention, or to any concern which would not qualify as a small business concern under 37 CFR 1.9(d) or a nonprofit organization under 37 CFR 1.9(e).

Each person, concern, or organization to which we have assigned, granted, conveyed, or licensed, or am under an obligation under contract or under law to assign, grant, convey, or license any rights in the invention, is listed below:

- ☐ () no such person, concern, or organization.
☒ (X) person, concerns, or organizations listed below.*

*NOTE: Separate verified statements are required from each named person, concern, or organization having rights to the invention averring to their status as small entities. (37 CFR 1.27)

FULL NAME: ShopNTown.com, Inc.

ADDRESS 1553 Bloomindale Road, Suite 1200, Glendale Heights, Illinois 60139

☐ () INDIVIDUAL ☒ (X) SMALL BUSINESS CONCERN ☐ () NONPROFIT ORGANIZATION

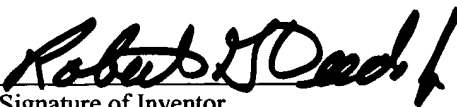
We acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b))

We hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

Walter A. Rinebold

Robert G. Deeds, Jr.


Signature of Inventor


Signature of Inventor

3/17/00
Date

3 13 00
Date